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SURFACE TRANSPORTATION BOARD



January 5, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated December 22, 2011 between the following parties

Assignee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (33) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 22, 2011 related to thirty-three (33) railcars bearing reporting marks: JTSX 46146 - 800520, sporadic.

Please file this as a secondary document under Recordation Number 30053-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 30053. The filing fee in the amount of \$41 00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard
Contract Manager

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SOUTH CAROLINA TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 22nd, 2011 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **RAIL CONNECTION, INC.**, a West Virginia corporation ("Assignee").

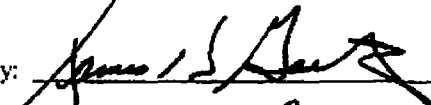
WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated September 1, 2011 between The David J. Joseph Company and M-1 LLC for thirty-three (33) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

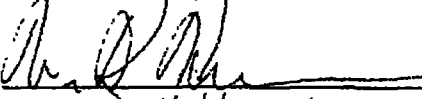
THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of December 22nd, 2011.

THE DAVID J. JOSEPH COMPANY

By: 
Name: JAMES H. GOETZ
Title: EXEC VP + CFO

RAIL CONNECTION, INC.

By: 
Name: Warren K. Higgins
Title: V.P.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 22nd day of December, 2011, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Gatz, to me personally known, who stated and acknowledged that he is the Exec VP + CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of December, 2011.

Julie M Woodard
(Notary Signature)

My commission expires:

9-24-12

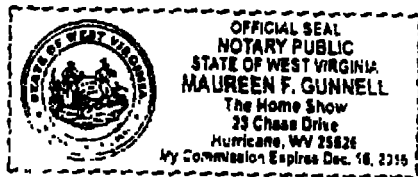


Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF WV)
COUNTY OF Putnam) SS.

On this 29th day of December, 2011, before me the subscriber, Maureen F. Gunnell a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham, to me personally known, who stated and acknowledged that he/she is the Vice-President of Rail Connection, Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of December, 2011.



Maureen F. Gunnell
(Notary Signature)

My commission expires:

12-15-2016

**SCHEDULE 1
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Thirty-three (33) railcars bearing reporting marks:

JTSX046146
JTSX046153
JTSX046154
JTSX049234
JTSX049253
JTSX050403
JTSX050404
JTSX050452
JTSX053610
JTSX053809
JTSX053886
JTSX053929
JTSX054686
JTSX055144
JTSX055227
JTSX055361
JTSX055373
JTSX055383
JTSX055387
JTSX055439
JTSX055440
JTSX055674
JTSX055681
JTSX055686
JTSX055694
JTSX063341
JTSX065011
JTSX190525
JTSX190759
JTSX478915
JTSX480955
JTSX488633
JTSX800520

LEASE: Dated September 1, 2011 between The David J. Joseph Company and M-I LLC.